

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

<hr/>)	Chapter 11
)	
W.R. GRACE & CO., <u>et al.</u>,)	Case No. 01-1139 (KJC)
)	Jointly Administered
Reorganized Debtors.)	Objection Date: July 7, 2014 at 4:00 p.m.
<hr/>)	Hearing: October 14, 2014 at 10:00 a.m.

**COVER SHEET TO FINAL FEE APPLICATION OF THE ESTATE OF DAVID T. AUSTERN, FORMER ASBESTOS PI FUTURE CLAIMANTS' REPRESENTATIVE, BY HIS PERSONAL REPRESENTATIVE, FOR
(I) ALLOWANCE OF COMPENSATION FOR SERVICES RENDERED AND REIMBURSEMENT OF EXPENSES INCURRED FROM
MAY 24, 2004 THROUGH JUNE 30, 2012 AND (II) WAIVER OF CERTIFICATION
REQUIREMENT OF LOCAL RULE 2016-2(G)**

Name of Applicant: The Estate of David T. Austern, Former Asbestos PI Future Claimants' Representative (the "Former FCR"), By His Personal Representative

Authorized to Provide Professional Services to: W.R. Grace & Co., *et al.*

Date of Retention: As of May 24, 2004

Period for which compensation is sought: May 24, 2004 through June 30, 2012 (the "Final Fee Period")

Amount of Final Compensation (100%) sought as actual, reasonable, and necessary: \$ 332,700.00¹

Amount of Final Expense Reimbursement sought as actual, reasonable and necessary: \$ 19,209.39²

Total Final Fee Period Fees and Expenses: \$ 351,909.39

This is a: ___ monthly ___ interim X final application.

¹ The amount of final compensation sought is equal to the sum of all fees previously approved by this Court for the Former FCR's First Quarterly Fee Application (May 24, 2004 – June 30, 2004) through his Thirty-First Quarterly Fee Application (April 1, 2012 – June 30, 2012).

² The amount of final expense reimbursement sought is equal to the sum of all expenses previously approved by this Court for the Former FCR's First Quarterly Fee Application (May 24, 2004 – June 30, 2004) through his Thirty-First Quarterly Fee Application (April 1, 2012 – June 30, 2012).

QUARTERLY FEE APPLICATIONS FILED DURING THE FINAL FEE PERIOD

Application		Requested Fees and Expenses		Approved/Paid Fees and Expenses		Holdback Requested	CNO or COC	Approval Order
Dated Filed (DI No.)	Period Covered	Requested Fees	Requested Expenses	Approved/Paid Fees	Approved/Paid Expenses	Requested Fees	Dated Filed (DI No.)	Dated Filed (DI No.)
10/22/04 D.I. 6698 (1 st Quarterly)	5/24/04-6/30/04	\$8,950.00	\$28.00	\$8,950.00	\$28.00	\$0.00	12/10/04 D.I. 7138	1/26/04 D.I. 7622
11/15/04 D.I. 6917 (2 nd Quarterly)	7/1/04-9/30/04	\$16,150.00	\$273.00	\$16,150.00	\$273.00	\$0.00	3/9/05 D.I. 7996	3/22/05 D.I. 8081
2/23/05 D.I. 7868 (3 rd Quarterly)	10/1/04-12/31/04	\$21,300.00	\$53.00	\$21,300.00	\$53.00	\$0.00	6/14/05 D.I. 8613	6/29/05 D.I. 8728
5/23/05 D.I. 8482 (4 th Quarterly)	1/1/05-3/31/05	\$2,400.00	\$0.00	\$2,400.00	\$0.00	\$0.00	9/15/05 D.I. 9419	9/27/05 D.I. 9513
11/11/05 D.I. 11047 (5 th Quarterly)	4/1/05-6/30/05	\$2,100.00	\$0.00	\$2,100.00	\$0.00	\$0.00	12/5/05 D.I. 11253	12/21/05 D.I. 11402
4/18/06 D.I. 12257 (6 th Quarterly)	7/1/05-9/30/05	\$400.00	\$0.00	\$400.00	\$0.00	\$0.00	12/5/05 D.I. 12593	6/20/07 D.I. 16105
4/18/06 D.I. 12258 (7 th Quarterly)	10/1/05-12/31/05	\$3,900.00	\$0.00	\$3,900.00	\$0.00	\$0.00	6/6/06 D.I. 12594	6/16/06 D.I. 12660
5/9/06 D.I. 12384 (8 th Quarterly)	1/1/06-3/31/06	\$12,100.00	\$1,377.45	\$12,100.00	\$1,377.45	\$0.00	6/6/06 D.I. 12595	9/26/06 D.I. 13298
10/30/06 D.I. 13524 (9 th Quarterly)	4/1/06-6/30/06	\$10,550.00	\$1,403.20	\$10,550.00	\$1,403.20	\$0.00	12/11/06 D.I. 13990	12/19/06 D.I. 14069
12/11/06 D.I. 13986 (10 th Quarterly)	7/1/06-9/30/06	\$7,050.00	\$222.48	\$7,050.00	\$222.48	\$0.00	3/27/07 D.I. 14990	3/30/07 D.I. 15044
2/21/07 D.I. 14631 (11 th Quarterly)	10/1/06-12/31/06	\$13,750.00	\$0.00	\$13,750.00	\$0.00	\$0.00	6/15/07 D.I. 16052	6/20/07 D.I. 16105
10/5/07 D.I. 17007 (12 th Quarterly)	1/1/07-3/31/07	\$15,000.00	\$473.80	\$15,000.00	\$473.80	\$0.00	9/17/07 D.I. 16850	9/25/07 D.I. 16916

Application		Requested Fees and Expenses		Approved/Paid Fees and Expenses		Holdback Requested	CNO or COC	Approval Order
Dated Filed (DI No.)	Period Covered	Requested Fees	Requested Expenses	Approved/Paid Fees	Approved/Paid Expenses	Requested Fees	Dated Filed (DI No.)	Dated Filed (DI No.)
10/5/07 D.I. 17008 (13 th Quarterly)	4/1/07-6/30/07	\$8,900.00	\$0.00	\$8,900.00	\$0.00	\$0.00	12/7/07 D.I. 17579	12/13/07 D.I. 17629
1/11/08 D.I. 17799 (14 th Quarterly)	7/1/07-9/30/07	\$18,650.00	\$1,499.89	\$18,650.00	\$1,499.89	\$0.00	3/4/08 D.I. 18197	3/12/08 D.I. 18270
4/29/08 D.I. 18632 (15 th Quarterly)	10/1/07-12/31/07	\$20,500.00	\$1,557.27	\$20,500.00	\$1,268.27	\$0.00	Not filed	6/23/08 D.I. 18989
8/4/08 D.I. 19220 (16 th Quarterly)	1/1/08-3/31/08	\$29,300.00	\$3,527.13	\$29,300.00	\$3,527.13	\$0.00	9/25/08 D.I. 19619	10/1/08 D.I. 19663
10/13/08 D.I. 19733 (17 th Quarterly)	4/1/08-6/30/08	\$10,850.00	\$1,099.52	\$10,850.00	\$1,099.52	\$0.00	12/12/08 D.I. 20264	12/17/08 D.I. 20283
1/15/09 D.I. 20524 (18 th Quarterly)	7/1/08-9/30/08	\$16,750.00	\$2,203.00	\$16,750.00	\$2,203.00	\$0.00	3/3/09 D.I. 21164	4/2/09 D.I. 21173
4/13/09 D.I. 21251 (19 th Quarterly)	10/1/08-12/31/08	\$12,250.00	\$0.00	\$12,250.00	\$0.00	\$0.00	6/26/09 D.I. 22258	7/7/09 D.I. 22354
7/24/09 D.I. 22621 (20 th Quarterly)	1/1/09-3/31/09	\$9,300.00	\$0.00	\$9,300.00	\$0.00	\$0.00	9/22/09 D.I. 23315	9/28/09 D.I. 23352
11/11/09 D.I. 23729 (21 st Quarterly)	4/1/09-6/30/09	\$32,800.00	\$1,166.43	\$32,800.00	\$1,166.43	\$0.00	12/8/09 D.I. 23965	12/11/09 D.I. 23996
2/12/10 D.I. 24279 (22 nd Quarterly)	7/1/09-9/30/09	\$37,850.00	\$2,246.92	\$37,850.00	\$2,148.92	\$0.00	3/15/10 D.I. 24448	3/19/10 D.I. 24470
8/6/10 D.I. 25810 (23 rd Quarterly)	1/1/10-3/31/10	\$1,100.00	\$0.00	\$1,100.00	\$0.00	\$0.00	9/10/10 D.I. 25393	9/13/10 D.I. 25937
8/6/10 D.I. 25181 (24 th Quarterly)	4/1/10-6/30/10	\$1,900.00	\$0.00	\$1,900.00	\$0.00	\$0.00	12/6/10 D.I. 25866	12/10/10 D.I. 25905

Application		Requested Fees and Expenses		Approved/Paid Fees and Expenses		Holdback Requested	CNO or COC	Approval Order
Dated Filed (DI No.)	Period Covered	Requested Fees	Requested Expenses	Approved/Paid Fees	Approved/Paid Expenses	Requested Fees	Dated Filed (DI No.)	Dated Filed (DI No.)
3/25/11 D.I. 26631 (25 th Quarterly)	10/1/10-12/31/10	\$1,800.00	\$724.90	\$1,800.00	\$724.90	\$0.00	6/28/11 D.I. 27178	6/30/11 D.I. 27188
8/16/11 D.I. 27446 (26 th Quarterly)	1/1/11-3/31/11	\$3,200.00	\$824.40	\$3,200.00	\$824.40	\$0.00	9/19/11 D.I. 27620	9/20/11 D.I. 27622
8/16/11 D.I. 27441 (27 th Quarterly)	4/1/11-6/30/11	\$2,950.00	\$0.00	\$2,950.00	\$0.00	\$0.00	12/12/11 D.I. 28143	12/13/11 D.I. 28150
1/26/12 D.I. 28425 (28 th Quarterly)	7/1/11-9/30/11	\$3,150.00	\$0.00	\$3,150.00	\$0.00	\$0.00	3/12/12 D.I. 28658	3/23/12 D.I. 28705
3/27/12 D.I. 28725 (29 th Quarterly)	10/1/11-12/31/11	\$1,750.00	\$0.00	\$1,750.00	\$0.00	\$0.00	6/11/12 D.I. 29040	6/14/12 D.I. 29054
9/20/12 D.I. 29643 (30 th Quarterly)	1/1/12-3/31/12	\$2,900.00	\$441.00	\$2,900.00	\$441.00	\$0.00	12/10/12 D.I. 30020	12/11/12 D.I. 30036
9/20/12 D.I. 29644 (31 st Quarterly)	4/1/12-6/30/12	\$3,150.00	\$475.00	\$3,150.00	\$475.00	\$0.00	12/10/12 D.I. 30020	12/11/12 D.I. 30036
TOTAL:	5/24/04-6/30/12	\$332,700.00	\$19,596.39	\$332,700.00	\$19,209.39	\$0.00	--	--

**SUMMARY OF TIME EXPENDED
BY THE FORMER FCR DURING THE FINAL FEE PERIOD**

Name of Professional	Position of the Applicant	Hourly Billing Rate	Total Hours Billed	Total Compensation
David T. Austern	Asbestos Personal Injury Future Claimants' Representative	\$500.00	670.90	\$332,700.00 ³
Blended Rate:	\$495.90			

**SUMMARY OF FEES INCURRED BY
PROJECT CATEGORY DURING THE FINAL FEE PERIOD**

Project Category	Hours Billed	Total Fees Requested
Case Administration	22.0	\$11,000.00
Claims	6.3	\$3,150.00
Due Diligence	1.1	\$550.00
Insurance	62.5	\$31,250.00
Litigation	261.0	\$129,750.00
Plan and Disclosure Statement	239.0	\$119,500.00
Retention of Professionals	9.0	\$4,500.00
Travel (Non-Working) – Hours billed were reduced by one-half and billed at full hourly rate (\$500/hr)	21.2	\$10,600.00
Travel (Non-Working) – No reduction in hours billed but hourly rate was reduced by one-half (\$250/hr)	8.0	\$2,000.00
Trust Distribution Procedures	40.8	\$20,400.00
TOTAL:	670.9	\$332,700.00

³ This amount includes a reduction of \$2,000.00 for non-working travel, which was billed at one-half the hourly rate.

SUMMARY OF EXPENSES INCURRED DURING THE FINAL FEE PERIOD

Expense Category	Expenses Requested/Approved
Hotels	\$3,276.02
Meals	\$75.00
Parking	\$683.00
Travel – Airfare, Train, Mileage	\$14,088.69
Travel – Taxi	\$1,473.68
TOTAL:	Expenses Requested: \$19,596.39 Expenses Approved: \$19,209.39⁴

Dated: May 5, 2014

Respectfully submitted,

/S/ MARILYN AUSTERN

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*Personal Representative of the Estate of
 David T. Austern, Former FCR*

⁴ The Former FCR agreed to reduce his expenses in the aggregate amount of \$387.00 in connection with his 15th and 22nd quarterly fee applications.